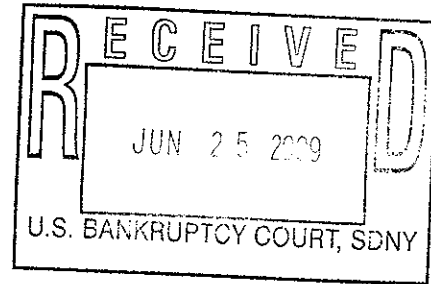


Elihu Inselbuch, Esq.  
(ei@capdale.com)  
Rita C. Tobin, Esq.  
(rct@capdale.com)  
CAPLIN & DRYSDALE CHARTERED  
375 Park Avenue, 35<sup>th</sup> Floor  
New York, NY 10152-3500

Peter Van N. Lockwood, Esq.  
(pvn1@capdale.com)  
Ronald E. Reinsel, Esq. (*Admitted Pro Hac Vice*)  
(rer@capdale.com)  
CAPLIN & DRYSDALE CHARTERED  
One Thomas Circle  
Washington, D.C. 20005  
(202) 862-5000



*Attorneys for Mark Buttita, personal representative of Salvatore Buttita*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	-----X	
	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., <i>et al.</i>	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
	-----X	

**FIRST REQUEST FOR PRODUCTION OF DOCUMENTS TO THE DEBTORS  
BY MARK BUTTITA, AN ASBESTOS CREDITOR AND MEMBER OF THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
GENERAL MOTORS CORPORATION**

**TO: Harvey Miller, Esq.  
Stephen Karotkin, Esq.  
Joseph H. Smolinsky, Esq.  
WEIL, GOTSHAL & MANGES LLP**

**PLEASE TAKE NOTICE** that the Debtors are hereby requested to respond to the this First Request for Production of Documents ("Request") by submitting a written response to the following and producing the responsive documents, all pursuant to the Local Civil Rules of the United States Bankruptcy Court for the District of New Jersey, and Rule 34 of the Federal Rules of Civil Procedure, made applicable by Rule 7034 of the Federal Rules of Bankruptcy Procedure. Unless otherwise agreed by counsel, written responses should be provided, and responsive documents should be produced at the offices New York office of the undersigned counsel, prior to the hearing scheduled for the "Debtors' Motion Pursuant to 11 U.S.C. § § 105, 363(b), (f), (k), and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 to (I) Approve (A) the Sale Pursuant to the Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser, Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (C) Other Relief; and (II) Schedule Sale Approval Hearing."

#### Definitions

1. "Asbestos Claim" means any claim or demand against GM now existing or hereafter arising, whether or not such claim, remedy, liability, or Demand is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, whether or not the facts of or legal bases therefor are known or unknown, under any theory of law, equity, admiralty, or otherwise, for death, bodily injury, sickness, disease, medical monitoring or other personal injuries (whether physical, emotional or otherwise) to the extent caused or allegedly caused, directly or indirectly, by the presence of or exposure to asbestos or asbestos-containing products or things that was or were installed, engineered, designed, manufactured, fabricated, constructed, sold, supplied, produced, specified, selected, distributed, released, marketed, serviced, maintained, repaired, purchased, owned, occupied, used, removed, replaced or disposed of by GM, including, without limitation, (i) any claim, remedy, liability, or demand for compensatory damages (such as loss of consortium, wrongful death, medical monitoring, survivorship, proximate, consequential, general, and special damages) and punitive damages; and (ii) any claim under any settlement pertaining to an Asbestos Claim.

2. "Asbestos Claims Experience" has the same meaning in these Requests that GM used attributed to that term at page 206 of the General Motors Corp – GM Form 10-K filed on March 5, 2009, for the period ended December 31, 2008.

3. "Bondholder Representatives" means, collectively and individually, persons or entities who, on behalf of any holders of publicly-issued debt of GM, participated in discussions or negotiations with any of the Sponsors concerning any potential private restructuring of the Debtors or any potential bankruptcy plan of reorganization for the Debtors.

4. "Contingent Matters-Litigation" has the same meaning in these Requests that GM attributed to that term at page 207 of the General Motors Corp – GM Form 10-K filed on March 5, 2009, for the period ended December 31, 2008.

5. "Debtors" means General Motors Corporation, Saturn LLC, Saturn Distribution Corporation, Chevrolet-Saturn of Harlem, Inc. and each of their respective subsidiaries, collectively and individually.

6. "GM" means the Debtors, collectively and individually.

7. "Product Liability Claims" has the same meaning in these Requests that GM used attributed to the term "product liability claims" at pages 205-06 of the General Motors Corp – GM Form 10-K filed on March 5, 2009, for the period ended December 31, 2008.

8. "Purchaser" means Vehicle Acquisition Holdings LLC.

9. "Sponsors" means the United States Treasury, the Government of Canada and the Government of Ontario (including Export Development Canada), collectively and individually.

9. "Unions" means, collectively and individually, the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America and any other union representing current employees of GM or retired employees of GM.

#### Document Requests

1. Any term sheet or memorandum of understanding, whether or not executed, that was exchanged between or among the Debtors, the Sponsors, the Purchaser, the Unions, or the Bondholder Representatives between October 1, 2008, and June 1, 2009.

2. All drafts provided by the Debtors to any of the Sponsors, the Purchaser, the Unions, or the Bondholder Representatives, or received by the Debtors from any of the foregoing, between October 1, 2008, and June 1, 2009, of (i) the proposed Master Sale and Purchase Agreement, or (ii) any alternative for disposing of substantially all of GM's assets.

Elihu Inselbuch, Esq.  
(ei@capdale.com)  
Rita C. Tobin, Esq.  
(rct@capdale.com)  
CAPLIN & DRYSDALE CHARTERED  
375 Park Avenue, 35<sup>th</sup> Floor  
New York, NY 10152-3500

Peter Van N. Lockwood, Esq.  
(pvnl@capdale.com)  
Ronald E. Reinsel, Esq. (*Admitted Pro Hac Vice*)  
(rer@capdale.com)  
CAPLIN & DRYSDALE CHARTERED  
One Thomas Circle  
Washington, D.C. 20005  
(202) 862-5000

*Attorneys for Mark Buttita, personal representative of Salvatore Buttita*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

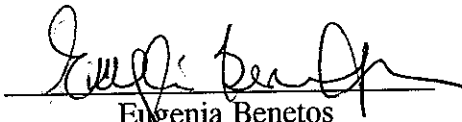
-----X	
	:
<b>In re</b>	: <b>Chapter 11 Case No.</b>
	:
<b>GENERAL MOTORS CORP., et al.</b>	: <b>09-50026 (REG)</b>
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
-----X	

**AFFIDAVIT OF SERVICE**


STATE OF NEW YORK    )  
                                  ) ss.:  
COUNTY OF NEW YORK )

Eugenia Benetos, being duly sworn, deposes and says: I am not a party to  
within this action, am over 18 years of age and reside in Astoria, New York.

On the 24<sup>th</sup> day of June, 2009, I caused to be served First Request For Production Of Documents To The Debtors By Mark Buttita, An Asbestos Creditor And Member Of The Official Committee Of Unsecured Creditors Of General Motors Corporation on the parties listed below by Handy Delivery and Federal Express as designated.

  
Eugenia Benetos

Sworn to before me this  
24<sup>th</sup> day of June, 2009.

  
Notary Public  
LAUREN KARASTERGIOU  
Notary Public, State of New York  
No. 01KA4705838  
Qualified in New York County  
Commission Expires June 12, 2010

**VIA HAND DELIVERY:**

Harvey R. Miller, Esq.  
Stephen Karotkin, Esq.  
Joseph H. Smolinsky, Esq.  
WEIL, GOTSHAL & MANGES LLP  
Counsel for Debtors  
767 Fifth Avenue  
New York, New York 10153

**VIA FEDERAL EXPRESS:**

Court of the Clerk  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, NY 10004-1408

Honorable Robert E. Gerber  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green—Room 627  
New York, NY 10004-1408

John J. Rapisardi, Esq.  
Cadwalader, Wickersham & Taft LLP  
Attorneys for the Purchaser  
One World Financial Center  
New York, New York 10281

Gordon Z. Novod, Esq.  
Kramer Levin Naftalis & Frankel LLP  
Counsel for the Official Committee  
1177 Avenue Of The Americas  
New York, New York 10036

James L. Bromley, Esq.  
Cleary Gottlieb Steen & Hamilton LLP  
Counsel for the UAW  
One Liberty Plaza  
New York, New York 10006

Babette Ceccotti, Esq.  
Cohen, Weiss and Simon LLP  
Counsel for the UAW  
330 W. 42<sup>nd</sup> Street  
New York, New York 10036

Michael J. Edelman, Esq.  
Michael L. Schein, Esq.  
Vedder Price, P.C.  
Counsel for Export Development Canada  
1633 Broadway—47<sup>th</sup> Floor  
New York, New York 10019

Diana G. Adams, Esq.  
Brian S. Masumoto, Esq.  
United States Department Of Justice  
Office of the United States Trustee  
33 Whitehall Street—21<sup>st</sup> Floor  
New York, New York 10004

David S. Jones, Esq.  
Matthew L. Schwartz, Esq.  
U.S. Attorney's Office-SDNY  
86 Chambers Street—Third Floor  
New York, New York 10007

Andrew N. Rosenberg, Esq.  
Margaret A. Phillips, Esq.  
Matthew R. Scheck, Esq.  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
Counsel to the Informal Group of Holders  
Of General Motors Unsecured Notes  
1285 Avenue Of The Americas  
New York, New York 10019-6064

General Motors Corporation  
Cadillac Building  
30009 Van Dyke Avenue  
Warren, Michigan 48090-9025  
Attn: Warren Command Center  
Mailcode: 480-206-114

U.S. Treasury  
Attn: Matthew Feldman, Esq.  
1500 Pennsylvania Avenue, NW—Room 2312  
Washington, DC 20220